

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
HABIBOLLAH KERMANSHAH,	:
	:
Plaintiff,	:
	:
v.	:
	:
ABBAS KERMANSHAH, ABDOLMAJID	:
KERMANSHAH, a/k/a MAJID	:
KERMANSHAH, ABDOLHAMID	:
KERMANSHAH, a/k/a HAMID	:
KERMANSHAH, 263 WEST 30 TH INC.,	:
BANAFSH REALTY, INC., EBRAHIM	:
REALTY, INC., KERMANSHAH	:
BROTHERS ORIENTAL RUGS, INC.,	:
KERMANSHAH ORIENTAL RUGS, INC.,	:
KERMANSHAH BROTHERS RUGS, INC.,	:
OVERSEAS PARTNERSHIP CO., INC.,	:
OVERSEAS PARTNERSHIP COMPANY,	:
RAHMAN NY, INC., SHERIN WEST 86 TH	:
STREET CORP., SHIREWIL, INC., and	:
WILSHIRE LIMITED,	:
	:
Defendants.	:
-----X	

Civil Action No. 1:08-cv-00409-BSJ-AJP
ECF Case

DECLARATION OF GREGORY A. KASPER

GREGORY A. KASPER hereby declares, under penalty of perjury pursuant to
28 U.S.C. § 1746, as follows:

1. I am special counsel to the law firm of Schulte Roth & Zabel LLP, counsel
for Defendants in the above-captioned matter.

2. I submit this declaration in support of the Motion to Dismiss the
Complaint made by Abdolmajid Kermanshah, Abdolhamid Kermanshah, 263 West 30th Inc.,
Banafsh Realty, Inc., Ebrahim Realty, Inc., Kermanshah Brothers Oriental Rugs, Inc.,
Kermanshah Oriental Rugs, Inc., Kermanshah Brothers Rugs, Inc., Overseas Partnership Co.,
Inc., Overseas Partnership Company, Rahman NY, Inc., Sherin West 86th Street Corp., Shirewil,
Inc., and Wilshire Limited pursuant to Rules 9(b) and 12(b)(6) of the Federal Rules of Civil
Procedure.

3. Annexed hereto as Exhibit A is a true and correct copy of a stipulation and order dated February 21, 2008.

4. Annexed hereto as Exhibit B is a true and correct copy of the Certificate of Incorporation of Houbas Oriental Rugs, Inc., dated July 11, 1972, which is on file with the Office of the New York Secretary of State.

5. Annexed hereto as Exhibit C is a true and correct copy of the Amendment to the Certificate of Incorporation of Houbas Oriental Rugs, Inc., dated January 29, 1973, which is on file with the Office of the New York Secretary of State

6. Annexed hereto as Exhibit D is a true and correct copy of the Current Status Information Form as of February 19, 2008 from the Corporations Public Inquiry System, which is available from the Office of the New York Secretary of State.

7. Annexed hereto as Exhibit E is a true and correct copy of the Certificate of Incorporation of Kermanshah Oriental Rugs, Inc., dated October 15, 1986, which is on file with the Office of the New York Secretary of State.

8. Annexed hereto as Exhibit F is a true and correct copy of the Certificate of Incorporation of Kermanshah Brothers Rugs, Inc., dated July 21, 1995, which is on file with the Office of the New York Secretary of State.

9. Annexed hereto as Exhibit G is a true and correct copy of the Bargain and Sale Deed By and Between Overseas Partnership Company and Overseas Partnership Co., Inc., dated January 24, 2001, which is on file with the Office of the City Register of New York City.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
March 21, 2008

By: /s/ Gregory A. Kasper
Gregory A. Kasper

JONES.

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

HABIBOLLAH KERMANSHAH,

Plaintiff,

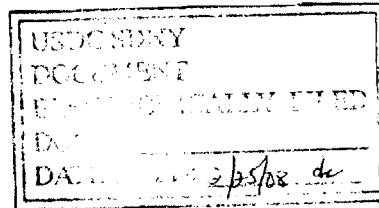
v.

ABBAS KERMANSHAH, ABDOLMAJID
KERMANSHAH, a/k/a/ MAJID
KERMANSHAH, ABDOLHAMID
KERMANSHAH, a/k/a HAMID
KERMANSHAH, 263 WEST 30TH INC.,
BANAFSH REALTY, INC., EBRAHIM
REALTY, INC., KERMANSHAH
BROTHERS ORIENTAL RUGS, INC.,
KERMANSHAH ORIENTAL RUGS, INC.,
KERMANSHAH BROTHERS RUGS, INC.,
OVERSEAS PARTNERSHIP CO., INC.,
OVERSEAS PARTNERSHIP COMPANY,
RAHMAN NY, INC., SHERIN WEST 86TH
STREET CORP., SHIREWIL, INC., and
WILSHIRE LIMITED,

Defendants.

CIVIL ACTION NO.: 08 CV 00409 (BSJ)

STIPULATION + ORDER

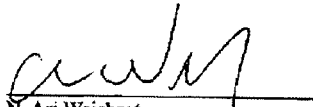


IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned
counsel for the parties hereto.

1. The time within which Defendants other than Abbas Kermanshah (who
has not yet been served) may respond to the complaint hereby is extended to and including
March 14, 2008; and
2. All Defendants other than Abbas Kermanshah hereby waive any defense
based upon failure of service of process, waive all jurisdictional defenses (except as to the
existence of diversity jurisdiction) but expressly reserve all other defenses to this action.

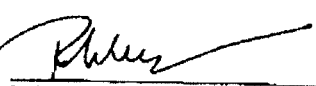
Dated: New York, New York
February 19, 2008

SHAPIRO & CROLAND, ESQS.


N. Ari Weisbrot
411 Hackensack Avenue, 6th Floor
Hackensack, New Jersey 07601
(201) 488-3900
aweisbrot@shapiro-croland.com


Attorneys for Plaintiff

SCHULTE ROTH & ZABEL LLP


Robert M. Abrahams
919 Third Avenue
New York, New York 10022
(212) 756-2000
robert.abrahams@srz.com

Attorneys for Defendants

SO ORDERED:


United States District Judge
Dated: February 26, 2008

234—Certificate of Incorporation.
Business Corporation Law §402.

A 1722

COPYRIGHT 1963 BY JULIUS BLUMBERG, INC., LAW OFFICE, 100 WALL STREET, NEW YORK 38, N.Y.
80 EXCHANGE PLACE AT BROADWAY

SERVICO

Certificate of Incorporation of
Houbas Oriental Rugs, Inc.
~~XXXXXXXXXXXXXXXXXXXX~~

under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the proposed corporation is

~~XXXXXXXXXXXXXXXXXXXX~~ HOUBAS ORIENTAL RUGS, INC.

(2) The purpose or purposes for which this corporation is formed, are as follows, to wit:

To design, manufacture, weave, repair, clean,
purchase, import, sell and deal in, as principal
or agent, carpets, carpet lining, rugs, oriental
rugs, antique rugs, mattings, oilcloths, linoleums,
and all kinds of floor coverings, wall hangings,
draperies, tapestries, curtains, goods and materials
for interior furnishings and decoration, and all
things incidental or accessory thereto.

The corporation, in furtherance of its corporate purposes above set forth, shall have all of the powers
enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business
Corporation Law or any other statute of the State of New York.

(3) The office of the corporation is to be located in the City (city) (town) (incorporated village)
of New York County of New York State of New York.

(4) The aggregate number of shares which the corporation shall have the authority to issue is
200 shares, none of which shall have par value

2

(5) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is

HOUBAS ORIENTAL RUGS, INC.
290 Fifth Avenue
New York, N.Y. 10001

The undersigned incorporator, or each of them if there are more than one, is of the age of twenty-one years or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of June 19 72 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

HOUSHANG GARAKANI-NEJAD

Type name of Incorporator

3530 Rochambeau Avenue, Bronx, NY

Address

ABBAS KERMANSHAH

Type name of Incorporator

3530 Rochambeau Avenue, Bronx, NY

Address

Type name of Incorporator

Address

Signature

Signature

Signature

3

STATE OF NEW YORK) A 1722 — 4
COUNTY OF ROCKLAND) ss.: 7

On this 30th day of June, 1972, before me personally
came

HOUSHANG GARAKANI-NEJAD and ABBAS KERMANS SHAH
to me known to be the persons described in and who executed
the foregoing certificate of incorporation and they thereupon
duly acknowledged to me that they executed the same.

Doris R. Genosa
DORIS R. GENOSA
Notary Public, State of New York
No. 44-6487050
Qualified in Rockland County
Term Expires March 30, 1974

Certificate of Incorporation

S
7/11
of
HOUBAS ORIENTAL RUGS, INC.
~~INCORPORATED~~

under Section 402 of the Business Corporation Law
H010

Filed By: GERALD M. BLUMENFELD, Esq.

Office and Post Office Address

Samsondale Professional Bldg.
West Haverstraw, N.Y. 10993

CLERK OF NEW YORK
DEPARTMENT OF REVENUE
FILED JUL 11 1972
TAX \$ 10
FILING FEE \$ 50

John P. ...

Secretary of State

B31 ny


OF
CERTIFICATE OF INCORPORATION
OF
HOUBAS ORIENTAL RUGS, INC.
UNDER SECTION 805 OF THE BUS-
INESS CORPORATION LAW

A45-612
The undersigned, being the President and the Secretary re-
spectively, of HOUBAS ORIENTAL RUGS, INC., does hereby certify and set
forth:

1. The name of the corporation is HOUBAS ORIENTAL RUGS, INC.
2. The Certificate of Incorporation of HOUBAS ORIENTAL
RUGS, INC., was filed by the Department of State on the 11th day of July,
1972.
3. The Certificate of Incorporation of HOUBAS ORIENTAL
RUGS, INC., is hereby amended to effect a change in the corporate name,
pursuant to Section 801 (b) (1) of the Business Corporation Law.
4. Paragraph (1) of the Certificate of Incorporation is
hereby amended as follows:
 - (1) The name of the corporation is KERMANS SHAH BROTHERS
ORIENTAL RUGS, INC.
5. The manner in which this amendment to the Certificate of
Incorporation of HOUBAS ORIENTAL RUGS, INC., was authorized was by the
affirmative vote of the holders of a majority of all outstanding shares
entitled to vote thereon at a meeting of the stockholders of said corpora-
tion duly called and held on the 5th day of January, 1973, a quorum being
present.

IN WITNESS WHEREOF, the undersigned has executed and signed
this certificate this 15th day of January, 1973.


ABBAS KERMANS SHAH, President

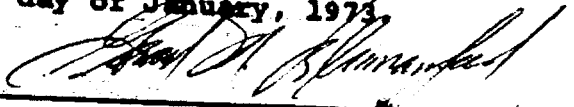

ABBAS KERMANS SHAH, Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

ABBAS KERMANS SHAH, being duly sworn, deposes and says that he
is the Secretary of HOUBAS ORIENTAL RUGS, INC., the corporation herein, and
one of the persons who signed the foregoing Certificate of Amendment; that
he has read the Certificate of Amendment and knows the contents thereof and
that the same is true to his own knowledge.


ABBAS KERMANS SHAH, Secretary

Sworn to before me this 15th
day of January, 1973.


GERALD M. BLUMENFELD
Notary Public, State of New York
No. 44-0330028
My Commission Expires March 30, 1973

A4561-6

2

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HOUBAS ORIENTAL RUGS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

7/11/72 A1722-4

NYC NYC

new name OK

5/25-

X

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX \$ none

FILING FEE \$ 30

FILED JAN 29 1973

John P. Langan

Secretary of State

JK

31 ny

Blumenfeld & Vingiello, Esqs.
Suite 101
Samsondale Professional Building
West Haverstraw, New York 10993

2

DOSPITECS		CORPORATIONS PUBLIC INQUIRY SYSTEM		02/19/08	
CURRENT STATUS INFORMATION					
CURR NAME KERMANS SHAH BROTHERS ORIENTAL RUGS, INC.					
NAME ASSMD 01/29/1973 TYPE 01DB A STATUS I 12/29/1999 DISSOLVED BY PROC					
EFFECTIVE DATE _/_/_ BIENNIAL RET NOT REQUIRED					
ORIG NAME HOUBAS ORIENTAL RUGS, INC.					
INC. DATE	COUNTY	DURATION	JURISDICTION	FOR. INC.	NFP TYPE
07/11/1972	NEWY	PERPETUAL		_/_/_	
Process Name HOUBAS ORIENTAL RUGS, INC.					
Address 290 FIFTH AVE.					
City, St, Zip NEW YORK , NY 10001 -					
CEO Name					
Address					
City, St, Zip					
TYPE	NUM OF DOCS	STATUS	COUNTY	NFP TYPE	JURISDIC
DOM BUS	3	I	NEWY		
DATE	MICROFILM #	CODE	DESCRIPTION		
12/29/1999	DP-1436216	04DB A	DISSOLUTION BY PROC. (DOM. BUSINESS)		
01/29/1973	A45616-2	02DB A	NME		
07/11/1972	A1722-4	01DB A	INCORPORATION (DOM. BUSINESS)		
//_					
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INF101 - PROVIDE REQUIRED INFORMATION AND PRESS APPROPRIATE FUNCTION KEY					
==>					
1=	2=CURRENT	3=PREVIOUS	4=LIST	5=MERGER	6=STOCK
7=BACKWARD	8=FORWARD	9=CO DETAIL	10=	11=CONVER	12=NAME ENTRY
Increase Font		Decrease Font		Disconnect	

no actual
Document

CERTIFICATE OF INCORPORATION
OF
KERMANS SHAH ORIENTAL RUGS INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

KERMANS SHAH ORIENTAL RUGS INC.

2. The purpose or purposes for which the corporation is

formed as follows, to wit:

To engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

To own, operate, manage, acquire and deal in property, real and personal, which may be necessary to the conduct of the business.

The corporation shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute in the State of New York.

3. The county in which the office of the corporation is to be located in the State of New York is: New York

4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, no par value.

5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

The corporation
57 Fifth Avenue
New York, New York 10011

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has executed and signed this Certificate of Incorporation this 14th day of October, 1986.

Diane L. Foley
Diane L. Foley
33 Rensselaer Street
Albany, New York 12202

STATE OF NEW YORK)
)ss.
COUNTY OF ALBANY)

On this 14th day of October, 1986, before me personally came
Diane L. Foley to me known to be the individual described in and who
executed the foregoing instrument, and she duly acknowledged to me
that she executed the same.

Sherry L. McDermott
NOTARY PUBLIC, STATE OF NEW YORK
No. 4799129
Qualified in Albany County
Term Expires March 30, 1987

Sherry L. McDermott

X X L
X X L
X X L
XX L
X X L
X X L
X X L
X L L L L L L

B412980

CERTIFICATE OF INCORPORATION
OF
KERMANS SHAH ORIENTAL RUGS INC.

OCT 15 12 46 PM '86

FILED

FILED BY:

Jacob Shakarchy, Esq.
630 Third Avenue
New York, New York 10017

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1986

AMT. OF CHECK \$ 120
FILING FEE \$ 10.00
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SPEC HANDLE \$ 10

BY: [Signature]

OCT 14 4 PM '86

912315

F 950721000479 DIV-11

CERTIFICATE OF INCORPORATION OF

KERMANSHAH BROTHERS RUGS INC.

under Section 402 of the Business Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

(1) The name of the Corporation is:

KERMANSHAH BROTHERS RUGS INC.

(2) The purpose or purposes for which the Corporation is formed are as follows, to wit:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To manufacture, make, work, treat, get, store, hold, as bailee or warehouseman, prepare for market, advertise, purchase, buy, sell, import, export, exchange, pledge, use, install, lease, or otherwise dispose of or turn to account, and generally deal in and render service with respect to goods, wares, merchandise, commodities, and personal property of every kind and description, including, but without limiting in any manner the generality of the foregoing, floor treatments of every kind, tile, linoleum, carpets and rugs, oriental or otherwise, carpet cushions, and floor coverings, whether soft surface or hard surface, and whether made of wool, silk, flax, hemp, jute, sisal, rayon, other fibers, rubber, glass, clay, paper, plastics, or other materials, synthetic or otherwise; cloths, threads, yarns, and fabrics, of all manner and kinds, and suitable for any use or uses whatsoever.

Directly, or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to mortgage, pledge, sell, let, or otherwise dispose of any personal property at any time owned or held by the corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing, building, altering, improving and repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owners and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares and bonds, debentures, notes, scrip, securities, evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess an exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes numerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporation.

To purchase, exchange or otherwise acquire, invest in, own, devise, invent, manufacture, produce, fabricate, assemble, store, transport, install, service, maintain, alter, repair, distribute, sell, exchange, trade, encumber, assign, transfer or otherwise dispose of, import, export, license as licensor or licensee, lease as lessor or lessee, enter into contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other

rights in respect of, and otherwise deal in and with, at wholesale and/or retail, for any use or purpose, whether as principal, agent, broker, factor, merchant, distributor, jobber, advisor of in any other lawful capacity, any and all kinds of goods, wares, merchandise, commodities, manufactured articles, raw materials, metals, animal and plant products, substances and other unimproved, improved, finished and processed articles and real, personal and mixed property of every kind and description, and generally to conduct a mercantile, industrial, investing and trading business, in all its branches, and such other business or businesses as may be incidental or advantageous thereto.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

(3) The office of the Corporation is to be located in the County of Nassau, State of New York.

(4) The aggregate number, class and par value of shares which the corporation shall have authority to issue shall be two hundred (200) shares, all of which are to be without par value, of the same class and all of which hereby are designated as common stock.

(5) The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of such process served upon him is:

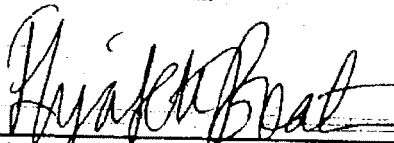
C/O The Corporation
33 East 33rd Street, Suite 505
New York, New York 10016

(6) The Corporation, to the fullest extent permitted by Sections 722, 723 and 724 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

(7) The personal liability of any Director of the Corporation to the Corporation itself, or to its Shareholders, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other

final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 719 of the Business Corporation Law.

IN WITNESS WHEREOF, I have signed this Certificate on this 21st day of July, 1995, and affirm the statements contained herein as true, under penalties of perjury.



Elizabeth Boateng, Incorporator

172 A Washington Avenue
Albany, New York 12210

F 950721000479

DIV-11

CERTIFICATE OF INCORPORATION OF
KERMANS SHAH BROTHERS RUGS INC.

under Section 402 of the Business Corporation Law

FILED

JUL 21 5 35 PM '95

SAC-10

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 21 1995

TAX \$ 10

BY: SAC

Nassau

JUL 21 1 12 PM '95

RECEIVED

Filed by: Jacob S. Shakarchy, Esq.

630 Third Avenue, 19th Floor
New York, New York 10017

(5)

950721000509

REEL 3288 PG 1185

CITY REGISTER RECORDING AND ENDORSEMENT PAGE

COUNTY OF New York

THIS PAGE FORMS PART OF THE INSTRUMENT

TOTAL NUMBER OF
PAGES IN DOCUMENT
INCLUDING THIS PAGE 4

Block <u>276</u>	Lots - ONLY IF E-TIRE LOT <u>21</u>	Partial Lots <u>70</u>
------------------	-------------------------------------	------------------------

Premises 41 MONROE STREETTitle Agent Company Name Metropolis AbstractTitle Company Number CTS4.988e-NYRECORD &
RETURN TONAME Roberts & RobertsADDRESS 401 BroadwayCITY New York STATE NY ZIP 10013

PARTY 1 Overseas Partnership Company
 ADDITIONAL PARTY 1 57 Fifth Avenue New York, N.Y. 10003
 PARTY 2 Overseas Partnership Co., Inc.
 ADDITIONAL PARTY 2 57 Fifth Avenue, New York, N.Y. 10003

CHECK THIS BOX IF THERE ARE MORE THAN 2 OF EITHER PARTY ☐

CITY REGISTER'S USE ONLY DO NOT WRITE BELOW THIS LINE

Examined by (s): [Signature]

Mile Tax Serial No. _____

Mile Amount \$ _____

Taxable Amount \$ _____

Exemption (✓) YES ☐ NO ☐

Type: [3000] [250] [OTHER] _____

Dwelling Type: [1 to 2] [3] [4 to 6] [OVER 6] _____

TAX RECEIVED ON ABOVE MORTGAGE

County (basic)	\$
City (Add'l)	\$
Spec Add'l	\$
TASF	\$
MTA	\$
NYCTA	\$
TOTAL TAX	\$

Apportionment Mortgage (✓) YES ☐ NO ☐

City Register
Serial Number 021319

Indexed By (s): [Signature] Verified By (s): _____

Block(s) and Lot(s) verified by (s): 21

Address ☒ Tax Map ☐

Extra Block(s) _____ Lot(s) _____

Recording Fee A \$ 37

Affidavit Fee (C) \$ _____

RPTT Fee (R) \$ 25

HPD-A ☒ HPD-C ☐

New York State Real Estate Transfer Tax ✓

Serial Number 003335

New York City Real Property Transfer Tax P 4310

Serial Number _____

DEED 0291 27.00

CO. CL. 0544 DEPT. 0411 TIME

12 1 100570 43 1000 1000

RECORDED IN THE OFFICE OF THE CITY REGISTER
OF THE CITY OF NEW YORK

2031 MAY 15 AM 11:52

[Signature]

CROFMAN.BPG 04/10

45 - N - 002

N° 1005 - Bargain and Sale Deed with Covenant against Grantor's Acts Individual or Corporation (Single Sheet) (NYBTU 8002)

CTSY. 988c-NY

CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT - THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY

THIS INDENTURE, made the 24th day of January, in the year 2001
 BETWEEN OVERSEAS PARTNERSHIP COMPANY, with offices at 57 Fifth Avenue,
 New York, New York 10003

party of the first part, and

OVERSEAS PARTNERSHIP CO., INC., with offices at
 57 Fifth Avenue, New York, New York 10003

party of the second part,

WITNESSETH, that the party of the first part, in consideration of Ten Dollars and other valuable consideration paid by the party of the second part, does hereby grant and release unto the party of the second part, the heirs or successors and assigns of the party of the second part forever,

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the

SEE SCHEDULE A, ATTACHED HERETO

Tax Map
 Designation

Dist.

Sec. (4)

Blk. 276

Lot(s) 21

41 Monroe Street
 New York, N.Y.

TOGETHER with all right, title and interest, if any, of the party of the first part of, in and to any streets and roads abutting the above-described premises to the center lines thereof; TOGETHER with the appurtenances and all the estate and rights of the party of the first part in and to said premises; TO HAVE AND TO HOLD the premises herein granted unto the party of the second part, the heirs or successors and assigns of the party of the second part forever.

AND the party of the first part covenants that the party of the first part has not done or suffered anything whereby the said premises have been incumbered in any way whatever, except as aforesaid.

AND the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

The word "party" shall be construed as if it read "parties" whenever the sense of this indenture so requires.

IN WITNESS WHEREOF, the party of the first part has duly executed this deed the day and year first above written.

OVERSEAS PARTNERSHIP COMPANY, By:

IN PRESENCE OF:

Habibollah Kermanshah

By

Abdolhamid Kermanshah

Said Power of Attorney is
 to be recorded simultaneously
 herewith.

Abbas Kermanshah

Abdolmajid Kermanshah

SO IN
 ORIGINAL

USE ACKNOWLEDGMENT FORM BELOW WITHIN NEW YORK STATE ONLY:

State of New York, County of _____) ss.:

On the _____ day of _____ in the year _____ before me, the undersigned, personally appeared _____

personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

ACKNOWLEDGMENT FORM FOR USE WITHIN NEW YORK STATE ONLY:
(New York Subscribing Witness Acknowledgment Certificate)

State of New York, County of _____) ss.:

On the _____ day of _____ in the year _____ before me, the undersigned, personally appeared _____

the subscribing witness to the foregoing instrument, with whom I am personally acquainted, who, being by me duly sworn, did depose and say that he/she/they reside(s) in _____

(if the place of residence is in a city, include the street and street number, if any, thereof); that he/she/they know(s) _____

to be the individual described in and who executed the foregoing instrument; that said subscribing witness was present and saw said _____

execute the same; and that said witness at the same time subscribed his/her/their name(s) as a witness thereto.

USE ACKNOWLEDGMENT FORM BELOW WITHIN NEW YORK STATE ONLY:

State of New York, County of New York) ss.:

On the 21st day of January in the year 2008 before me, the undersigned, personally appeared Abbas Kermanshah Abdolmajid Kermanshah and Abdolhamid Kermanshah personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

MARSHA HABER
Notary Public, State of New York
No. 41-4982378
Qualified in Queens County
Commission Expires June 3, 2009

ACKNOWLEDGMENT FORM FOR USE OUTSIDE NEW YORK STATE ONLY:
(Out of State or Foreign General Acknowledgment Certificate)

_____) ss.:

On the _____ day of _____ in the year _____ before me, the undersigned, personally appeared _____

personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument, and that such individual made such appearance before the undersigned in the _____

(Insert the city or other political subdivision and the state or country or other place the acknowledgment was taken).

BARGAIN & SALE DEED

WITH COVENANTS AGAINST GRANTOR'S ACTS

TITLE NO. _____

Overseas Partnership Company

TO

Overseas Partnership Co., Inc.

DISTRICT
SECTION 276
BLOCK 21
LOT
COUNTY OR TOWN

RECORDED AT REQUEST OF

Fidelity National Title Insurance Company of New York

RETURN BY MAIL TO

Michael J. Roberts
401 Broadway
New York, New York 10013



RESERVE THIS SPACE FOR USE OF RECORDING OFFICE

REEL 3200 PG 1188

SCHEDULE A

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Manhattan, City and State of New York, and described as follows:

BEGINNING at the corner formed by the intersection of the northerly side of Monroe Street, with the westerly side of Market Street; thence running northerly along the westerly side of Market Street, eighteen feet; thence westerly parallel with Monroe Street, eighty one feet; thence southerly parallel with Market Street, eighteen feet to the northerly side of Monroe Street; thence easterly along the northerly side of Monroe Street, eighty one feet to the point or place of beginning.

SUBJECT however to existing liens and to such a state of facts as an accurate survey would show.

Being the same premises described in deed recorded in Liber 5094 cp. 317.